

AMENDED AND RESTATED

BYLAWS

BLUE EDGE FIGURE SKATING CLUB of CONNECTICUT, Inc.

I. NAME

The name of this organization is Blue Edge Figure Skating Club of Connecticut, Inc. For all purposes this name may be abbreviated to read Blue Edge FSC of CT (referred to in these Bylaws as the “Club”).

II. ORGANIZATION

The Club is a nonstock nonprofit corporation organized under the Connecticut Revised Nonstock Corporation Act. It is tax exempt under section 501(c)(3) of the Internal Revenue Code of 1986 and publicly supported under section 509(a)(2). Formerly known as the Yale Figure Skating Club, Inc., it is a Member Club of The United States Figure Skating Association (“U.S. Figure Skating”) as of May 9, 1975.

III. PURPOSE

The purpose of the Club is to promote and encourage participation in ice skating for all ages and levels of skaters.

IV. DEFINITIONS

Section 4.1 Written Notice. “Written notice” as used in these Bylaws shall mean notice given by mail, by personal delivery of a written document, or by electronic transmissions, including facsimile and e-mail, that the recipient can reasonably be expected to see in a timely fashion.

Section 4.2 Quorum. A “quorum” is the minimum number of voting members required to be present at a meeting in order to transact business.

Section 4.3 Voting Member. A “voting member” is any Full Club member who is 18 years of age or older and in good standing.

Section 4.4 Home Club Member. A “Home Club” member is a Full member of the Club as defined by U.S. Figure Skating.

V. MEMBERSHIP, DUES, and FEES

Section 5.1 Classes of Members. There shall be two classes of members: Full Members and Affiliate Members.

5.1.1 Full Members. Full membership shall be open to any individual who has registered with U.S. Figure Skating as a home club member of Blue Edge FSC of CT. A Full member may not designate any other figure skating club as a home club. Full voting members may vote in club elections, on bylaw changes, and at annual or special membership meetings. They may serve on the Board of Directors.

5.1.2 Affiliate Members. Affiliate membership shall be open to any individual who supports the purpose of the Club. Affiliates may not vote or serve on the Board of Directors.

Section 5.2 Dues and Fees. The Board of Directors will adopt, and may revise from time to time, a fee schedule for annual dues and for participation in programs. The fee schedule may vary, in the discretion of the Board, according to the class of member or program participation, and for guests.

Section 5.3 Membership in U.S. Figure Skating. The Club is a U.S. Figure Skating member club and as such shall be subject to and abide by the bylaws and official rules of U.S. Figure Skating.

Section 5.4 Meetings of Members. Meetings of members shall be held from time to time as provided below. The Annual Meeting shall generally be held each year at a time and place designated by the Board of Directors. Special Meetings may be called at any time by the President or the Board and shall be called upon receipt of a written request signed by 10% of the voting membership.

Written notice of the time and place of each meeting shall be given to Club voting members at least ten (10) days in advance of a meeting. Meetings of members shall be chaired by the President or designee.

Section 5.6 Quorum and Voting. Each Club voting member shall have one vote. Those voting members present at a duly noticed meeting shall constitute a quorum, and a majority vote by those present and voting shall carry a motion, unless a greater vote is required by law, the Certificate of Incorporation, or these Bylaws.

Section 5.7 Action by Written Ballot in Lieu of Meeting. Where directors or officers are to be elected by the Members or any other action is to be voted upon by the Members, such elections may be conducted, and such actions voted upon by mail provided that the same period for which notice would otherwise be required for a meeting is provided for the return of ballots.

VI. BOARD OF DIRECTORS

Section 6.1 Duties and Composition of Board. The Club shall be managed by its Board of Directors (“Board”) in accordance with the Blue Edge FSC of CT Certificate of Incorporation and Bylaws and also with U.S Figure Skating Bylaws. The Board shall set policy for the general operation of the Club and its activities.

The Blue Edge FSC of CT Board shall be composed of between eight (8) and thirteen (13) Directors.

Each elected Director must be a voting member of the Club.

Section 6.2 Nominations, Elections and Terms of Office. Elections shall be held in odd numbered years. The President shall appoint a Nominating Committee consisting of between four (4) and seven (7) current Club voting members. In addition, at least one (1) member of the Nominating Committee shall not be a current board member.

Written notice of the appointment of the Nominating Committee shall be given to voting members at least one month prior to the Annual Meeting of the membership. The notice shall include a request for suggestions for individuals to be considered for nomination as Directors. Any such suggestions must be promptly submitted to the Nominating Committee. The Nominating Committee shall thereafter prepare a slate of nominees for election to the Board as Directors. This slate of nominees shall be included in the notice of the Annual Meeting sent to Club voting members.

At the Annual Meeting, the Chair of the Nominating Committee shall place in nomination the slate of nominees for election as Directors. Nominations shall be accepted from the floor. The Directors shall then be elected by ballot of Club voting members present at the meeting. The 13 nominees with the highest number of votes shall be elected, provided that if there are fewer than 13 nominees, all eligible individuals who are nominated shall be elected. In the event of more than 13 nominees, the 13 with the most votes shall be elected, except in the event of a tie, there will be a runoff vote to choose among the persons tied. Directors must be current members of the Club and U.S. Figure Skating before taking office.

The organizational meeting of the new Board is the first meeting of the Board following the election at the Annual Meeting and shall be held no later than July 1st of the same year. This meeting shall be convened by the outgoing President. The first order of business shall be the election of new officers from and by the new Board. The outgoing President shall then turn the meeting over to the new officers. Directors shall hold office until the organizational meeting following the next election.

Section 6.3 Meetings of the Board. Meetings of the Board shall be held in order to transact the business of the Board. Written notice stating the place, day and hour of the meeting shall be given to each Director between three (3) and fourteen (14) days before the meeting date. The purpose of the meeting shall be included in the notice.

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Notice may be waived in writing by any Director either before or after the meeting. Attendance at any meeting by a Director shall be deemed to be a waiver of notice unless the Director attends to object to the transaction of business because the meeting is not lawfully convened, and the Director does not thereafter vote for or assent to action taken at the meeting.

Section 6.4 Quorum and Voting. The presence of a majority of members of the board at any properly called Board meeting shall be considered a quorum, unless the act of a greater number is required by law, the Certificate of Incorporation, or these Bylaws.

Section 6.5 Telephonic Meetings. A director may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating directors to hear one another simultaneously and such participation shall constitute presence in person.

Section 6.6 Action Without a Meeting. The Board of Directors may act without a meeting by the unanimous written consent of all directors. Unanimous written consents shall be filed in the minutes.

Section 6.7 Resignation, Removal and Vacancies. Any Director may resign at any time by giving written notice to the President or the Secretary. The formal acceptance of such resignation shall not be necessary to make it effective. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Any Director may be removed with or without cause by majority vote of all Directors. A Director may also be removed with or without cause by majority vote of the voting members present and voting at a membership meeting. The notice of any meeting at which removal will be considered, whether a meeting of the Board or of the voting members, must state that a purpose of the meeting is to consider the removal of the elected Director.

A vacancy on the Board may be filled for the unexpired portion of a Director's term by the Board at any time.

Section 6.8 Board Committees. The directors may elect from their own number an Executive Committee, and such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the Corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee. Committees which cannot act for the Board of Directors may include non-directors among their number.

Section 6.9 Conduct of Meetings. The conduct of meetings shall be in accordance with generally accepted parliamentary procedures (for example, Robert's Rules of Order, Revised).

VII. OFFICERS AND DUTIES OF OFFICERS

Section 7.1 Designation, Election, and Term. The officers of the Club shall consist of a President, one or more Vice-Presidents, Secretary, Treasurer, Membership Chair, Test Chair, and such other officers as the Board, in its discretion, may determine from time to time. Each officer shall be elected from among the Directors at its biennial organizational meeting and shall serve until the next organizational meeting. Terms of the officers shall coincide with terms of the directors.

Section 7.2 Duties of Officers. The **President** shall preside at meetings. The **Vice-presidents** shall assist the President and officiate in his/her absence. The **Secretary** shall be responsible for notifying Club members of club activities and for keeping records of the activities and business of the club. The **Treasurer** shall keep the monies of the Club in accordance with good financial procedures and shall pay legitimate bills of the Club. The **Membership Chair** shall maintain membership records and mailing lists for the Club and convey required membership data to U.S. Figure Skating. The **Test Chair** shall be responsible for arranging test sessions and keeping test results as well as all other duties as described in the current U.S. Figure Skating Rulebook. Officers will give written reports periodically, as needed. The **Conflict Resolution Officer** shall be responsible for hearing complaints of the members, investigating the complaint, and (if not resolved) bringing it to the Board.

Section 7.3 Resignation, Removal, and Vacancies. Any officer may resign from office at any time by giving written notice to the President or the Secretary. The formal acceptance of such resignation shall not be necessary to make it effective. A resignation is effective when the notice is delivered unless the notice specifies a later effect date.

Any officer may be removed by majority vote of all Directors, whenever, in the Board's sole judgment, the best interests of YFSC are served thereby.

A vacancy in any office may be filled for the unexpired portion of the term by the Board at any time.

VIII. CONFLICT RESOLUTION POLICY

If any member of the Club has a complaint against another member of the Club for an infraction of any Bylaw, rule, policy or procedure of the Club, other than skating rules, they may file a complaint in writing to the Board of Directors of the Club. Such complaints will be investigated and resolved according to the Club's conflict resolution policy that the Club is required to adopt and have in effect in accordance with the Bylaws of U.S. Figure Skating and/or Safe Sport.

IX. USFSA DELEGATES

Appointed Delegates to the Governing Council of U.S. Figure Skating must be Club voting members and eligible according to U.S. Figure Skating rules.

X. TESTS and COMPETITIONS

The Club shall aim to provide opportunities for instruction and practice for Club members interested in taking the tests or entering the competitions of U.S. Figure Skating.

XI. AMENDMENTS

These Bylaws may be amended by majority vote of those Club voting members present and voting at any properly called membership meeting, provided that notice of the general nature of the proposed amendments shall have been given to the voting membership at least one month in advance of that meeting, and provided that the Board of Directors shall have recommended the change(s).

XII. CONFLICTS OF INTEREST

No Director shall vote on any matter that would involve a conflict of interest. In the event that a Director questions whether such a conflict of interest exists, the issue shall be decided by a majority vote of the Directors present at the meeting and voting, provided that the Director in question shall not vote and shall not be counted towards the quorum.

The provisions of Section 33-1127 et. seq. of the Connecticut General Statutes and other relevant statutes shall be utilized by the Board in identifying and resolving issues of conflicts of interest and loyalty and ethical matters. The Board may develop more restrictive and additional protocols on conflicts of interest, loyalty and ethical matters as it determines.

Approved June 18, 2006

Amended June 22, 2008

Amended May 6, 2017

Amended May 2, 2021